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**ARIZONA CORPORATION COMMISSION**

Brian McNeil  
Executive Secretary

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July 11, 2005

Mr. Patrick Quinn  
President Arizona Operations  
Qwest Communications  
4041 North Central, 11<sup>th</sup> Floor  
Phoenix, AZ 85012

Re: In the Matter of the Merger of Qwest Communications and U S West  
Communications; Docket No. T-01051B-99-0497; Decision No. 62672

Dear Mr. Quinn:

I am sure you are cognizant of the amendment that I proposed to ensure the protection of employee benefits in the US West/Qwest merger case. My amendment was withdrawn because I was assured by Qwest that those benefits would be preserved. I want to make certain that you are aware of this and keep in mind the spirit of my proposed amendment as you negotiate a new contract with the Communication Workers of America and Local Union 1719, District 7.

If you have any questions or comments, feel free to call my office. I hope that the negotiations go well and that the spirit of my amendment will be seen in the end result.

Sincerely,

A handwritten signature in cursive script, appearing to read "William A. Mundell".

William A. Mundell, Commissioner  
Arizona Corporation Commission

Enclosure

cc: Chairman Hatch-Miller  
Commissioner Spitzer  
Commissioner Gleason  
Commissioner Mayes  
Brian McNeil

THIS AMENDMENT:		
_____ Passed _____	Passed as amended by _____	
_____ Failed _____	Not Offered _____	Withdrawn _____

**COMMISSIONER MUNDELL PROPOSED AMENDMENT # 2**

TIME/DATE PREPARED 06/22/00 5:37 PM

COMPANY: U S WEST/Qwest Merger

AGENDA ITEM NO U-1

DOCKET NOT 01051B-99-0497

OPEN MEETING DATE: June 23, 2000

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Page 22, line 21, after "ERISA.",

**INSERT:**

In addition, the Company shall not divest current U S WEST employees and/or retirees of any pension and post-retirement benefits to which they were entitled at the time of the merger's consummation.